LISKOW&LEWIS

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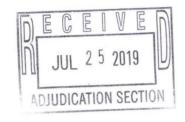
1001 Fannin Street Suite 1800 Houston, TX 77002 (713) 651-2900 Main (713) 651-2908 Fax One Shell Square 701 Poydras Street, Suite 5000 New Orleans, LA 70139 (504) 581-7979 Main (504) 556-4108 Fax 822 Harding Street Post Office Box 52008 Lafayette, LA 70505 (337) 232-7424 Main (337) 267-2399 Fax

www.Liskow.com

Julie Thobae

Direct: (713) 651-2970 jthobae@Liskow.com

July 25, 2019



Our File No: 28043.0020

BY HAND DELIVERY

U.S. Department of the Interior
Bureau of Ocean Energy Management
Gulf of Mexico OCS Region
Adjudication Section
1201 Elmwood Park Boulevard
New Orleans, LA 70123-2394
Attention: Yolanda Winslow, Chief

Re:

Non-Required File for OCS-G 27278

Dear Ms. Winslow:

Enclosed please find the following documents that we ask you to file, submitted to you for filing purposes only, in the Non-Required File pertaining to Block 519 Mississippi Canyon, *OCS-G 27278:*

- 1) PARTIAL RELEASE OF MORTGAGE (FLTL) dated June 7, 2019 by Cantor Fitzgerald Securities, as Substitute Collateral Agent in favor of Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC, (collectively, the "Mortgagor"). Please file in Category 2 Release of Mortgages and Liens;
- 2) State of Louisiana Uniform Commercial Code Amendment UCC-3 (FLTL) to delete collateral on Initial UCC# 26-373800 Debtors: Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC

Page 2

- and Secured Party: Cantor Fitzgerald Securities, as Collateral Agent. *Please file in Category 3 UCC Filings and Financial Statements*; and
- 3) State of Louisiana Uniform Commercial Code Amendment UCC-3 (FLTL) to delete collateral on Initial UCC# 26-355049 Debtors: Fieldwood Energy LLC and GOM Shelf LLC; and Secured Party: Cantor Fitzgerald Securities, as Substitute Collateral Agent. Please file in Category 3 UCC Filings and Financial Statements.

In order that third persons will be put on notice as to the execution and efficacy of the enclosed documents, please file the documents, together with a copy of this letter in the Non-Required File maintained for the lease, under the category designated above.

Enclosed are the Pay Gov receipts, in the total amount of \$87.00, for payment of the filing fees. I have included a copy of the documents and cover letter to be file-stamped and provided to the bearer of this letter.

If you should have any questions regarding this request, please contact me at (713) 651-2970. Thank you for your assistance in this matter.

Very truly yours,

Julie Thobae

Corporate Paralegal

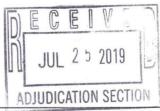
Enclosures

4957256v1

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT UCC-3

Important - Read instructions Before Completing Form



1. Initial Financing Statement File # 26-335049 2. Termination - Effectiveness of the Financing Statement identified authorizing this Termination Statement 3. Continuation - Effectiveness of the Financing Statement identified Continuation Statement is continued for the additional period process. 4. Assignment (full or partial). Give name of assignee in item 7a or 5. AMENDMENT (PARTY INFORMATION) This amendment affects Description of the following three boxes and provide appropring CHANGE name and/or address: Give current record name in Item 6a or 6b; new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7a or 7b and/or new address (if address change) in item 7a or 7b and/or new address (if address change) in item 6b. CURRENT RECORD INFORMATION: 6b. Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III, if applied).	d above with responded by applicate information is also give DELE to be discable) First National DELE	ect to security interible law of assignee in item ured Party of record items 6 and/or 7. TE name: Give record olded in item 8a or 6b	7c and	f the Secure also give nau k only one o	d Party authorizing this me of assignor in item 9.
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7d Tax ID #: SSN or EIN Add'l Info re Organization: 7e Type of Organization:	ization 7f Jurise	diction of Organiza	tion 7	g Organizat	ion ID if any
Describe collateral deleted or added, or give The collateral deleted is the "Released Property" more fully descr NAME or SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT (n	ribed in the attac	this is an A <u>ssig</u> nme	ase of N	Mortgage (I	FLTL).
which adds collateral or adds the authorizing Debtor, or if this is a Termination authorizing Deptor, or if this is a Termination authorized Organization's Name	torized by a Debtor,	check here and e	nter nam	e of Debtor au	thorizing this Amendment
Cantor Fitzgerald Securities, as Substitute Collateral Agent					
9b Individual's Last Name (and Title of Lineage (e,g. Jr., Sr., III), if appli	licable First Name	9			Middle Name
0 OPTIONAL FILER REFERENCE DATA 28043.0020 (FLTL)					
1 NAME AND PHONE OF CONTACT AT FILER (optional) Julie Thobae 713-651-2970					
2 SEND ACKNOWLEDGMENT TO: (Name and Address) Marilyn C. Maloney Liskow and Lewis APLC 1001 Fannin, Suite 1800 Houston, Texas 77002					-
	The above		office u	se only	

PARTIAL RELEASE OF MORTGAGE (FLTL)

STATE OF NEW YORK

COUNTY OF NEW YORK

BE IT KNOWN, that on the date set forth below but effective as of the day of to see, 2019, before me, the undersigned Notary Public, and in the presence of the undersigned competent witnesses,

PERSONALLY CAME AND APPEARED:

Cantor Fitzgerald Securities, as Substitute Collateral Agent, whose mailing address is 110 59th Street, New York, New York 10022, represented herein by its duly authorized agent ("<u>Collateral Agent</u>")

who, being duly sworn, did declare and say:

Fieldwood Energy LLC, a Delaware limited liability company, GOM Shelf LLC, a Delaware limited liability company, Fieldwood Energy Offshore LLC, a Delaware limited liability company, Bandon Oil and Gas, LP, a Delaware limited partnership, and Dynamic Offshore Resources NS, LLC, a Texas limited liability company (collectively, the "Mortgagor") have requested the Collateral Agent to partially release and cancel that certain Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated as of September 30, 2013, as amended, recorded, *inter alia*, as set forth on Schedule 1 hereto (the "Mortgage") insofar and only insofar as the Mortgage encumbers and pertains to (i) the record title interest described on Exhibit A hereto, whether now existing or created hereafter, to that certain oil, gas and mineral lease described on Exhibit A hereto (the "Released Oil and Gas Property") and (ii) Mortgagor's interest in the other Mortgaged Property and Collateral (each as defined in the Mortgage) insofar and only insofar as they are produced from or located on the Released Oil and Gas Property ((i) and (ii) collectively, the "Released Property"), and Collateral Agent consents to thereto;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent has RELEASED and DISCHARGED, and hereby RELEASES and DISCHARGES, without recourse, representation or warranty of any kind, the Mortgage and all liens and security interests created thereby and any other liens and security interests it may have in and to the Released Property INSOFAR and ONLY INSOFAR as the Mortgage covers and affects the Released Property and all products and proceeds thereof AND NO FURTHER.

IT IS EXPRESSLY UNDERSTOOD AND AGREED THAT THIS IS A PARTIAL RELEASE OF MORTGAGE ("PARTIAL RELEASE") RELATING SOLELY TO MORTGAGOR'S INTEREST IN THE RELEASED PROPERTY AND THAT THE SAME SHALL IN NO WAY RELEASE, AFFECT, OR IMPAIR THE UNDERSIGNED'S RIGHTS, TITLE, INTEREST, LIENS, AND SECURITY INTERESTS CREATED BY THE MORTGAGE AS TO ANY OTHER PROPERTIES OR INTERESTS DESCRIBED THEREIN OR COVERED THEREBY.

Collateral Agent hereby requests, authorizes, and directs the Clerk of Court of each of the Parishes and Counties described on <u>Schedule 1</u> hereto to (a) record this Partial Release in the mortgage records or official records, as applicable, for said Parishes and Counties, (b) cancel in part from the mortgage records or official records, as applicable, of said Parishes and Counties the inscription of the Mortgage, and (c) notate the recordation of this Partial Release in the margin of the Mortgage as recorded

in said Parishes and Counties. Collateral Agent further consents to the filing by or on behalf of Mortgagor of all UCC3 partial releases as may be necessary to delete the Released Property from the description of the Collateral, including, but not limited to those set forth on Exhibit B hereto and pursuant to supplemental Officer's Certificates delivered to the Collateral Agent, in each case with a copy of this Partial Release attached thereto to describe the Collateral released.

Cantor Fitzgerald Securities is delivering this Partial Release of Mortgage in reliance on the Officers' Certificate delivered to it in connection herewith and solely in its capacity as Collateral Agent under the Amended and Restated First Lien Term Loan Agreement, dated as of April 11, 2018 (the "Credit Agreement") among Fieldwood Energy Inc., as Holdings, Fieldwood Energy LLC, as the Borrower, the Lenders party thereto and Cantor Fitzgerald Securities, as Administrative Agent and Collateral Agent, and not in its individual or corporate capacity. In acting hereunder, the Collateral Agent shall be entitled to all of the rights, privileges and immunities set forth in the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement) as though fully set forth herein. Capitalized terms used herein but not defined shall have the meaning assigned in the Credit Agreement.

[Signature page to follow.]

mmission Expires April 10, 2021

Notarial Identification Number

My commission expires

SCHEDULE 1 [Recording Information]

 Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated effective September 30, 2013 by Fieldwood Energy LLC and GOM Shelf LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information
Plaquemines Parish, LA	Mortgage Book 630, Pg. 1, File
	No. 2013-00004580
Baldwin County, AL	Instrument No. 1425124
Mobile County, AL	BK:LR 7088, Page 1201,
*	Instrument No. 2013 063204
Hancock County, MS	Deed of Trust Book 2013, Pages
	24711-24911
Harrison County, MS	Instrument # 2013 10678 T-J1
(1)	
Harrison County, MS	Instrument # 2013 3611 T-J2
(2)	
Jackson County, MS	#201318029, BK:22, Pages 203-
	403
BOEM	OCS-G 27278

 First Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing, Financing Statement and Partial Release (First Lien) dated effective November 15, 2013 by Fieldwood Energy LLC and GOM Shelf LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information
Plaquemines Parish, LA	Mortgage Book 634, Page 503, File No. 2013-00005396
BOEM	OCS-G 27278

3. Third Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated effective August 16, 2016 by Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP and Dynamic Offshore Resources NS, LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information
Plaquemines Parish, LA	Mortgage Book 693, Page 84, File No. 2016-00003580
BOEM	OCS-G 27278

4. Fourth Supplement and Amendment to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien Term Loan) dated effective as of July 9, 2018 from Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, and Dynamic Offshore Resources NS, LLC to Citibank, N.A., as Resigning Collateral Agent, and to Peter Graf, as Trustee for the benefit of Cantor Fitzgerald Securities, as Substitute Collateral Agent and to the Substitute Collateral Agent.

Recording Jurisdiction	Recording Information
Plaquemines Parish	File No. 2018-00002566, Book 732, Page 180
Baldwin County, AL	Instrument No. 1707455
Mobile County, AL	Book:LR 7658, Page 144, Instrument No. 2018 040026
Hancock County, MS	Deed of Trust, Book 2018, Page 15125
Harrison County, MS (1)	Instrument # 2018-6036-T-J1
Harrison County, MS (2)	Instrument # 2018-2163-T-J2
Jackson County, MS	#201813274, Book: 26, Pages 145-188
BOEM	OCS-G 27278

EXHIBIT A Released Oil and Gas Properties

A 7.25% Record Title interest to be assigned to Red Willow Offshore, LLC in that certain Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act dated effective July 1, 2005 executed by the United States of America, as Lessor, Helis Oil & Gas Company, L.L.C., Houston Energy, L.P., and Red Willow Offshore, LLC, as Lessee, bearing Lease No. OCS-G 27278 covering all of Block 519, Mississippi Canyon Area, as shown on OCS Leasing Map La. No. NH 16-10, containing approximately 5,760 acres.

EXHIBIT B UCC3 Forms

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE -AMENDMENT UCC-3 Imparism - Read insuretions finders Completing Form

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FILING OFFICE COPY — UCC FINANCING STATEMENT AMENDMENT IF ON UCCLI; (Rev. 010011).

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT UCC-3

Important - Read instructions Before Completing Form

FOLLOW INSTRUCTIONS (FRO	DNI AND BACK CAR	EFULLY)					
Initial Financing Statement File	e # 26-373800						
2. Termination -Effectiven authorizing this Termination		Statement identified above i	s terminated with r	respect to	secur	ity interest(s)	of the Secured Party
	-	Statement identified above additional period provided		curity inte	rest(s)	of the Secure	d Party authorizing this
4. Assignment (full or part	tial). Give name of as	signee in item 7a or 7b and	address of assign	ee in item	7c and	d also give na	me of assignor in item 9.
5. AMENDMENT (PARTY INFOR	RMATION) This amen	dment affects Debtor o	Secured Part	y of record	d. Che	ack only one o	f these two boxes.
Also check one of the f	following three boxes:	and provide appropriate info	ormation in items 6	and/or 7.			
CHANGE name and/or a	ddress: Give current rece			9: Give recon			B: Complete item 7a or 7b and omplete items 7d-7g (if applicable)
6. CURRENT RECORD INFORM	MATION:						
6a Organization's Name							
OR							
6b Individual's Last Name (ar	nd Title of Lineage (e.	g. Jr., Sr., III, if applicable)	First Name				Middle Name
7. CHANGED (NEW) OR ADDED	DINFORMATION:						
7a Organization's Name					-		
OR							
7b Individual's Last Name (a	nd Title of Lineage (e.	g. Jr., Sr., III, if applicable)	First Name				Middle Name
7c Mailing Address		City	•	State	Posta	Code	Country
7d Tax ID #: SSN or EIN	Add'l info re	7e Type of Organization	7f Jurisdiction of	Organiza	tion	7g Organizat	ion ID if any
	Organization:						None
			I				Note
8. AMENDMENT (Collateral Ch	ange): check only on		restated collate	!	atlas	ar danadha am	allateral assigned.
	~						
The collateral deleted is the "	'Released Property'	more fully described in	the attached Par	tial Rele	ase of	Mortgage (FLTL).

D. NAME or SECURED PARTY of RE							
which adds collateral or adds the au 9a Organization's Name	uthorizing Debtor, or if the	s is a Termination authorized by	a Deblor, check here	e jand e	nter na	me of Debtor au	thorizing this Amendment
Cantor Fitzgerald Securiti	es, as Collateral Ag	ent					
9b Individual's Last Name (an	nd Tille of Lineage (e.g.	Jr., Sr., III) if applicable F	irst Name			1	Middle Name
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10. OPTIONAL FILER REFERENCE	EDATA 28043.0020	(FLTL)					
11. NAME AND PHONE OF CONTA Julie Thobae 713-651-29							
12. SEND ACKNOWLEDGMENT TO	D: (Name and Address)						
Marilyn C. Maloney							
Liskow and Lewis APLC							
1001 Fannin, Suite 1800							
Houston, Texas 77002							
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